

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER PURSUANT TO  
RULE 13a-16 AND 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of:  
Commission File Number:

January 2005  
000-24980

**KENSINGTON RESOURCES LTD.**  
(Translation of registrant's name into English)

Suite 2100, 650 W. Georgia Street, Vancouver, British Columbia, Canada, V6B 4N9  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.  
**Form 20- F..XXX... Form 40-F.**

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):  
\_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):  
\_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.  
**Yes ..... No ..XXX...**

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

SEC 1815 (09-05) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**FORM 51-102F3**  
***Material Change Report***

**Item 1.            Name and Address of Company**

**KENSINGTON RESOURCES LTD.**  
Suite 306, 1208 Wharf Street  
Victoria, British Columbia  
Canada, V8W 3B9

**Item 2.            Date of Material Change**

January 20, 2005

**Item 3.            News Release**

A news release was disseminated via Vancouver Stockwatch and Market News on January 20, 2005 and filed on SEDAR on January 21, 2005.

**Item 4.            Summary of Material Change**

Kensington Resources Ltd. (the "Company") reported the granting of 977,500 stock options exercisable at a price of \$1.04 per share for a five-year period to directors, officers, employees and consultants of the Company.

**Item 5.            Full Description of Material Change**

See Schedule "A" attached hereto.

**Item 6.            Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**Item 7.            Omitted Information**

No information has been omitted.

**Item 8.            Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted to answer questions regarding this report: Robert A. McCallum, President & CEO, telephone: (250) 361-1578.

**Item 9.            Date of Report**

January 28, 2005



**FORM 20-F FILE #0-24980  
LISTED IN STANDARD & POOR'S**

## **GRANT OF STOCK OPTIONS**

**Victoria, B.C., Thursday, January 20, 2005 – Kensington Resources Ltd. (the “Company”)** reports the granting of 977,500 stock options exercisable at a price of \$1.04 per share for a five-year period to directors, officers, employees and consultants of the Company.

Using the expertise of proven management and world-class, experienced technical advisors, Kensington Resources Ltd. is actively involved in confirming the economic potential of the Fort à la Corne Diamond Project and moving the project forward to a development decision as rapidly as possible. The Fort à la Corne Diamond Project is a joint venture among Kensington Resources Ltd. (42.245%), De Beers Canada Exploration Inc., a wholly owned subsidiary of De Beers (42.245%), Cameco Corporation (5.51%) and UEM Inc. (carried 10%).

**Robert A. McCallum, President & CEO**

Kensington Resources Ltd.  
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Website: [www.kensington-resources.com](http://www.kensington-resources.com)  
E-Mail: [rob-mccallum@kensington-resources.com](mailto:rob-mccallum@kensington-resources.com)

**TRADING SYMBOL: KRT-TSX.V**

For further information, please contact:

Mel Gardner, Manager Investor Relations  
Tel: 1-800-710-6083  
E-mail: [mel-gardner@kensington-resources.com](mailto:mel-gardner@kensington-resources.com)

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.

### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KENSINGTON RESOURCES LTD.  
(Registrant)

October 13, 2005  
Date

By: /s/ Robert A. McCallum  
Robert A. McCallum  
President, CEO and Director